

Re: 1248, Y

Exhibit D

**UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK**

IN RE: REFCO INC. SECURITIES LITIGATION

Case No. 07 MDL 1902 (JSR)

MARC S. KIRSCHNER,
As Trustee of the Refco Private Actions Trust,

Plaintiff,

v.

Case No. 07 Civ. 8165 (JSR)

PHILLIP R. BENNETT, SANTO C. MAGGIO,
ROBERT C. TROSTEN, MAYER, BROWN LLP,
MAYER BROWN INTERNATIONAL LLP, and
GRANT THORNTON LLP,

Defendants.

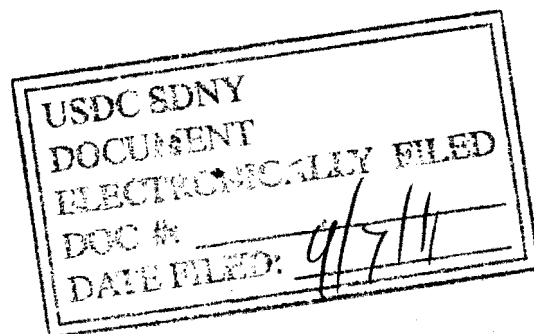
GRANT THORNTON LLP,

Defendant/Third-Party
Plaintiff,

v.

THOMAS H. LEE PARTNERS, L.P.; THL EQUITY
ADVISORS V, LLC; THL MANAGERS V, LLC;
THOMAS H. LEE EQUITY FUND V, L.P.;
THOMAS H. LEE PARALLEL FUND V, L.P.,
THOMAS H. LEE EQUITY (CAYMAN)
FUND V, L.P., THOMAS H. LEE; DAVID V.
HARKINS; SCOTT L. JAECKEL; and SCOTT A.
SCHOEN,

Third-Party Defendants.



**JOINT STIPULATION OF DISMISSAL OF THIRD-PARTY COMPLAINT WITH
PREJUDICE**

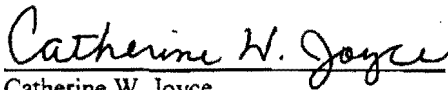
Pursuant to Federal Rule of Civil Procedure 41(a)(1), Third-Party Plaintiff Grant Thornton LLP and Third-Party Defendants Thomas H. Lee Partners, L.P., THL Equity Advisors V, LLC, THL Managers V, LLC, Thomas H. Lee Equity Fund V, L.P., Thomas H. Lee Parallel Fund V, L.P., and Thomas H. Lee Equity (Cayman) Fund V, L.P., Thomas H. Lee, David V. Harkins, Scott L. Jaeckel, and Scott A. Schoen hereby stipulate and agree that the third-party complaint and all claims and defenses asserted thereto be dismissed with prejudice, with each party bearing its own attorneys' fees, costs, and expenses relating thereto. The parties also hereby withdraw and terminate all pending motions submitted in connection with this third-party complaint.

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--and--

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Lee Equity (Cayman) Fund V, L.P.*

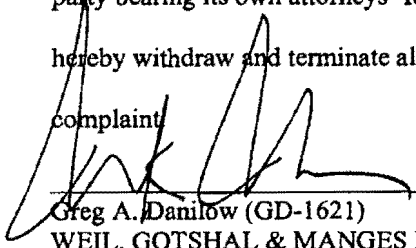

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*Attorneys for Defendant Grant Thornton
LLP*

Dated: _____, 2011

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PREJUDICE**

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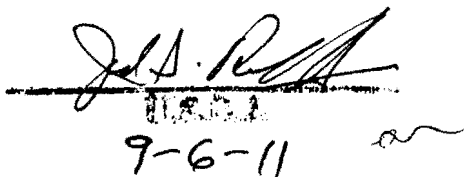
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Dated: Sept 7, 2011

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